

SEC 1972 Potential persons who are to respond to the collection of information contained (5-05) in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Designation -

MAY 1

Washingt 104

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL						
OMB Number: 3235-0076						
Expires: Ma	Expires: May 31, 2008					
Estimated a						
hours per re						
SEC USE ONLY						
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Filing Under (Check box(es) th apply):	at [] <u>Rule 504</u>	[] <u>Rule 505</u>	(X) <u>Rule 506</u>	[] Section 4(6)	[] ULOE
Type of Filing: [] New Filing	[X] Amendment			PR	<u>OCESSED</u>
	MAY 2 2 2008				
1. Enter the information reques	ated about the issuer			THOM	ISON REUTE
Name of Issuer ([] check if this Entegrion, Inc.	is an amendment and	name has chang	jed, and indicate	change.)	
Address of Executive Offices 79 TW Alexander Drive, 4401 (919) 536-1500	(Number and Street, C Research Commons	City, State, Zip C , Suite 200, Res	ode) Telephone earch Triangle	Number (Including Park, North Caroli	Area Code) na 27709
79 TW Alexander Drive, 4401 (919) 536-1500 ———————————————————————————————————	Research Commons Operations (Number a	, Suite 200, Res	earch Triangle	Park, North Caroli	na 2//09
79 TW Alexander Drive, 4401 (919) 536-1500 Address of Principal Business Area Code) (if different from Executive Office Brief Description of Business	Research Commons Operations (Number a	, Suite 200, Res	earch Triangle	Park, North Caroli	na 2//09
79 TW Alexander Drive, 4401 (919) 536-1500 Address of Principal Business Area Code) (if different from Executive Office Brief Description of Business Therapeutics development c	Research Commons Operations (Number a ces) ompany focused on h	, Suite 200, Res	earch Triangle	Park, North Carou	r (Including
Address of Executive Offices 79 TW Alexander Drive, 4401 (919) 536-1500 Address of Principal Business Area Code) (if different from Executive Office Brief Description of Business Therapeutics development company of Business Organization [X] corporation	Research Commons Operations (Number a ces) ompany focused on h	, Suite 200, Res	earch Triangle State, Zip Code)	Park, North Caroli	(Including

Month Year
[03] [2004] [X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [DE]

GENERAL INSTRUCTIONS

Actual or Estimated Date of Incorporation or Organization:

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more
 of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[X] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name (Last name first, Eskridge, E. S., Jr.	if individual)				
Business or Residence Add 79 TW Alexander Drive, 4	iress (Number 401 Research	and Street, City, State Commons, Suite 20	e, Zip Code) 0, Research Triangle	Park, North C	arolina 27709
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name (Last name first, Martin, Richard (Chief Fin		·)			
Business or Residence Add	iress (Number	and Street, City, State	e, Zip Code)		
79 TW Alexander Drive, 4	401 Research	Commons, Suite 20	0, Research Triangle	Park, North C	arolina 27709
79 TW Atexander Drive, 4 Check Box(es) that Apply:			0, Research Triangle		
79 TW Alexander Drive, 4	[] Promoter				[] General and/or Managing
79 TW Alexander Drive, 4 Check Box(es) that Apply: Full Name (Last name first,	[] Promoter if Individual)	[] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
79 TW Alexander Drive, 4 Check Box(es) that Apply: Full Name (Last name first, Corbitt, William S., III Business or Residence Ado	[] Promoter if Individual) dress (Number	[] Beneficial Owner and Street, City, State Commons, Suite 20	[] Executive Officer	[X] Director Park, North C	[] General and/or Managing Partner

Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Petteway, Stephen R., Jr. Business or Residence Address (Number and Street, City, State, Zip Code) 79 TW Alexander Drive, 4401 Research Commons, Suite 200, Research Triangle Park, North Carolina 27709 Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Nash, Patrick F. Business or Residence Address (Number and Street, City, State, Zip Code) 79 TW Alexander Drive, 4401 Research Commons, Suite 200, Research Triangle Park, North Carolina 27709 Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director General and/or Managing Partner Full Name (Last name first, if individual) Edwards, Thomas L. Business or Residence Address (Number and Street, City, State, Zip Code) 79 TW Alexander Drive, 4401 Research Commons, Suite 200, Research Triangle Park, North Carolina 27709 Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director General and/or Managing Partner Full Name (Last name first, if individual) Mowell, John B. Business or Residence Address (Number and Street, City, State, Zip Code) 79 TW Alexander Drive, 4401 Research Commons, Suite 200, Research Triangle Park, North Carolina 27709

B. INFORMATION ABOUT OFFERING

		-									. Yes	No
1. Has	the issu	er sold, d	or does th	e issuer	intend to	sell, to no	n-accred	ited invest	tors in this	offering'	? []	[X]
								iling unde				
Z. Tride to the financial fire of the second									5,000.00 No			
3. Does the offering permit joint ownership of a single unit?									Yes [X]	[]		
indirect of secondealer more to forth the	etly, any ourities in registere han five he inform	commissi the offeri d with th (5) perso ation for	ion or sim ng. If a po ie SEC ai	ilar remu erson to i nd/or with listed are er or dea	ineration to be listed in a state contact associate	for solicita s an asso or states.	ation of po sciated pe fist the na	vill be paid urchasers erson or ag ame of the a a broker	in connect gent of a to broker or	tion with roker or dealer. I	sales f	
	pplicable			***************************************								
Busine	ss or Re	sidence .	Address	(Number	and Stree	et, City, S	tate, Zip	Code)				
Name	of Assoc	iated Bro	ker or De	aler	<u> </u>					_		
					ed or Inte al States			nasers		[] All Sta	ates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[NI]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	(NE)	[NV]	[HN]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[NT]	[TX]	(UT)	[\(\T\)]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Las	t name fi	rst, if indi	vidual)								
Bueine	ss or Re	sidence .	Address	(Number	and Stree	et, City, S	tate, Zip	Code)				
Dusine												
	of Assoc	iated Bro	ker or De	ealer								
Name					ed or Inter	nds to Sc	licit Purci	nasers				
Name States	in Which	Person	Listed Ha	s Solicite	ed or Inte		licit Purci	nasers		[] All State:	
Name States	in Which	Person	Listed Ha	s Solicite			elicit Purci	nasers	[FL]	[[GA]] All States	i [iD]
Name States (Check	in Which	Person	Listed Ha	as Solicite ual States [CA] [KY])		(DE) [MD]	[DC] [MA]	[MI]	[GA] [MN]	(HI) [MS]	[ID] [MO]
Name States (Check	in Which "All State [AK]	Person es" or che	Listed Hack individ	s Solicite ual States [CA]	[CO]	 [СТ]	[DE]	[DC]		[GA]	[HI]	[ID]

amounts of the securities offered for exchange and already exchanged.	Aggregate	Amount Already
Type of Security	Offering Price	Sold
Debt	\$	\$
Equity(Series C Preferred Stock)	\$ <u>5,000,000.00</u>	\$ <u>215,531.75</u>
[] Common [] Preferred		
Convertible Securities	\$	\$
Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$5,000,000.00	\$215,531.75
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u> , indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter 0" if answer is "none" or "zero."		
Accredited Investors	Number Investors 8	Aggregate Dollar Amount of Purchases \$215,531.75
Non-accredited Investors		\$
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		•
equested for all securities sold by the issuer, to date, in offerings of the types		
equested for all securities sold by the issuer, to date, in offerings of the types ndicated, the twelve (12) months prior to the first sale of securities in this offering.		
equested for all securities sold by the issuer, to date, in offerings of the types adicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	Type of Security	Dollar Amount
equested for all securities sold by the issuer, to date, in offerings of the types adicated, the twelve (12) months prior to the first sale of securities in this offering. It is also in this offering. Type of offering	Type of Security	Sold
equested for all securities sold by the issuer, to date, in offerings of the types adicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505	Type of Security	
equested for all securities sold by the issuer, to date, in offerings of the types adicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505	Type of Security	Sold
equested for all securities sold by the issuer, to date, in offerings of the types adicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504	Type of Security	Sold \$ \$
equested for all securities sold by the issuer, to date, in offerings of the types ndicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of offering Rule 505	Type of Security	Sold
Rule 505 Regulation A Rule 504 Total Total A Expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to uture contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		Sold \$ \$ \$
equested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Itsisty securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and istribution of the securities in this offering. Exclude amounts relating solely to reganization expenses of the issuer. The information may be given as subject to iture contingencies. If the amount of an expenditure is not known, furnish an		Sold \$ \$
requested for all securities sold by the issuer, to date, in offerings of the types dicated, the twelve (12) months prior to the first sale of securities in this offering. It is a securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and stribution of the securities in this offering. Exclude amounts relating solely to reganization expenses of the issuer. The information may be given as subject to ture contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		Sold \$\$ \$\$
requested for all securities sold by the issuer, to date, in offerings of the types dicated, the twelve (12) months prior to the first sale of securities in this offering. Its lassify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and stribution of the securities in this offering. Exclude amounts relating solely to reganization expenses of the issuer. The information may be given as subject to ture contingencies. If the amount of an expenditure is not known, furnish an stimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs.		\$ \$ \$ \$ \$ \$ \$ \$ \$ \$
requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Itsisify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and stribution of the securities in this offering. Exclude amounts relating solely to reganization expenses of the issuer. The information may be given as subject to a stribution of the securities in the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees		Sold
quested for all securities sold by the issuer, to date, in offerings of the types dicated, the twelve (12) months prior to the first sale of securities in this offering. lassify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and stribution of the securities in this offering. Exclude amounts relating solely to ganization expenses of the issuer. The information may be given as subject to ture contingencies. If the amount of an expenditure is not known, furnish an attimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees Accounting Fees		Sold \$
requested for all securities sold by the issuer, to date, in offerings of the types adicated, the twelve (12) months prior to the first sale of securities in this offering. It is a securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and istribution of the securities in this offering. Exclude amounts relating solely to reganization expenses of the issuer. The information may be given as subject to a stimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees	[] [] [] []	Sold \$

4,978,600.00

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

^{5.} Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments

listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

stion 4.b above.	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	\$	\$
Purchase of real estate	\$	\$
Purchase, rental or leasing and installation of machinery and equipment	\$	\$
Construction or leasing of plant buildings and facilities	\$	\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$	\$
Repayment of Indebtedness	\$	\$
Working capital	\$	\$ <u>4,978,600.00</u>
Other (specify):	\$	\$
	\$	\$
Column Totals	\$	\$ <u>4,978,600.00</u>
Total Payments Listed (column totals added)	\$ <u>4,97</u>	<u>8,600.00</u>



D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Entegrion, Inc.	Signature	Mati	Date May 2, 2008	
Name of Signer (Print or Type) .	Title	of Signer (Print o	Type)	
Richard Martin	Ch	ief Financial Offic	er	مذب سميم ريم

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)